



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5345684

The Registrar of Companies for England and Wales hereby certifies that

BRULINES(HOLDINGS)PLC

having by special resolution changed its name, is now incorporated
under the name of

BRULINES GROUP PLC

Given at Companies House on **23rd July 2008**



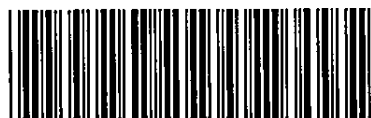
C05345684M



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



A16 "A70TC1M9" 86
22/07/2008
COMPANIES HOUSE

5345684

BRULINES (HOLDINGS) PLC
(the "Company")

£50

25 JUL 2008
Accurate copy of the original

22 JUL 2008 Gordon UP

SUP

Leds, Leeds

21 July 2008

At an annual general meeting of the Company duly convened and held at the offices of Grant Thornton UK LLP, No.1 Whitehall Riverside, Leeds, LS1 4BN on 21 July 2008 at 8.30am, the following resolutions were duly passed as ordinary and special resolutions:

ORDINARY RESOLUTION

That the directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any or all relevant securities (as defined in Section 80 of the Act) of the Company up to an aggregate nominal amount of £811,384 representing approximately one third of the issued share capital of the Company at 31 May 2008 provided that the authority hereby given shall expire at the conclusion of the next Annual General Meeting of the Company, or if earlier, on the date falling 15 months from the date of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution is in substitution for all subsisting authorities, to the extent unused.

SPECIAL RESOLUTION

1. That the directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of Section 89 of the Act did not apply to any such allotment provided that this power shall be limited:

- i) to the allotment of equity securities in connection with a rights issue in favour of the holders of ordinary shares of 10p each in the capital of the Company ("Ordinary Shares") where the equity securities respectively attributable to the interests of all holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them; and
- ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £121,708 representing 5 per cent of the issued share capital of the Company

and shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the date falling 15 months from the date of this resolution, save that the directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution is in substitution for all subsisting authorities, to the extent unused.

2. That the Company be generally and unconditionally authorised for the purposes of section 166 of the Act to make market purchases (within the meaning of section 163 of the Act) of Ordinary Shares provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is £2,434,152 representing 10% of the Company's issued ordinary share capital at the date of this notice;
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10 pence;
 - (c) the maximum price, exclusive of any expenses, which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share taken from the London Stock Exchange AIM All-Share List for the five business days immediately preceding the date on which such share is contracted to be purchased;
 - (d) the authority hereby conferred shall expire on the earlier of 21 July 2009 or the close of the next annual general meeting of the Company; and
 - (e) the Company may make a contract for the purchase of Ordinary Shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired.
3. That the name of the Company be changed to "Brulines Group plc". X
4. That the Articles of Association of the Company be amended (and a print of the amended Articles filed at Companies House) as follows:
- (a) by inserting a new definition in Article 2.1 as follows:
2006 Act "the Companies Act 2006."
 - (b) by deleting the present Article 57 and replacing it with a new Article 57 as follows:
"An annual general meeting shall be called by at least 21 clear days' notice. An extraordinary general meeting shall be called by at least 14 clear days' notice";
 - (c) by deleting the present Article 76 and replacing it with a new Article 76 in the following terms:
"76 Subject to any special rights or restrictions as to voting attached to any share by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder";
 - (d) by deleting the second sentence of Article 101;
 - (e) by inserting a new Article 135(A) after the present Article 135 in the following terms:
- "135A (1)** For the purpose of section 175 of the 2006 Act, when in force, if a situation (a "Relevant Situation") arises in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the

interests of the Company (including, without limitation, the exploitation of any property, information or opportunity (whether or not the Company itself could take advantage of it) but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest), the following provisions (provided that the conflict of interest does not arise in relation to a transaction or arrangement with the Company), shall apply.

- (a) If a Relevant Situation arises from the appointment or proposed appointment of a person as a director of the Company, the directors (other than the director, and any other director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the appointment of the director and the Relevant Situation on such terms as they may determine;
 - (b) If the Relevant Situation arises in circumstances other than in Article 1351A(1)(a) above, the directors (other than the director, and any other director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the Relevant Situation and the continuing performance by the director of his duties on such terms as they may determine.
- (2) Any reference in Article 135A(1) above to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
 - (3) Any terms determined by the directors under Article 135A(1)(a) or 135A(1)(b) above may be imposed at the time of authorisation or may be imposed or varied subsequently and may include (without limitation):
 - (a) whether the interested director(s) may vote (or be counted in the quorum at a meeting) in relation to any resolution relating to the Relevant Situation,
 - (b) the exclusion of the interested director(s) from all information and discussion by the Company of the Relevant Situation; and
 - (c) (without prejudice to the general obligations of confidentiality), the application to the interested director(s) of a strict duty of confidentiality to the Company for any confidential information of the Company in relation to the Relevant Situation.
 - (4) An interested director must act in accordance with any terms determined by the directors under Articles 135A(1)(a) or 135B(1)(b) above.
 - (5) A director shall declare the nature and extent of his interest in a Relevant Situation within Articles 135A(1)(a) or 135A(1)(b) above to the other directors. Any declaration of interest must be made as soon as is reasonably practicable. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest.
 - (6) Except as specified in Article 135A(1) above, any proposal made to the directors and any authorisation by the directors in relation to a Relevant Situation shall be dealt with in the same way as any other matter may be proposed to and resolved upon by the directors within the provisions of these Articles.
 - (7) Any authorisation of a Relevant Situation given by the directors under Article 135(1) above may provide that, where the interested director obtains (other than through his position as a director or employee of the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence.

- (8) Any authorisation of a Relevant Situation given by the directors under Article 135A(1) above may provide that the interested director will not be in breach of duty when the Relevant Situation arises due to his being a director, officer or shareholder of a subsidiary or associated undertaking of the Company.
 - (9) Any authorisation of a Relevant Situation given by the directors under Article 135A(1) above may provide that, where the interested director takes mitigating action when the actual Relevant Situation arises by not attending board meetings or reading board papers, he will not be in breach of duty in respect of the Relevant Situation.
 - (10) A director shall not, by reason of his holding an office as a director (or of the fiduciary relationship established by holding that office), be liable to account to the Company for any remuneration, profit or other benefit resulting from any Relevant Situation authorised under Article 135A(1) above and no contract shall be liable to be avoided on the grounds of any director having any type of interest authorised under Article 135A(1) above.”;
- (f) by the deletion of Articles 172 to 176 inclusive and the substitution therefor of a new Article 172 in the following terms:
- “(1) Subject to paragraph (2), a relevant officer of the Company or an associated company may be indemnified out of the Company’s assets against:
- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company;
 - (b) any liability incurred by that officer in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act 2006);
 - (c) any other liability incurred by that officer as an officer of the Company or an associated company
- (2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or the 2006 Act or by any other provision of law.
- (3) In this article:
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a “relevant officer” means any director, former director or other officer of the Company or an associated company (but not its auditor)”; and
- (g) by the deletion of Article 177 and the substitution therefor of the following which shall be numbered Article 173:
- “(1) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- (2) in this article:
- (a) a “relevant officer” means any director or former director of the Company or an associated company, any other office or employee of the Company (but not its auditor) or any trustee of an

occupational pension scheme (as defined in section 235(6) of the 2006 Act) for the purposes of an employees' share scheme of the Company or an associated company; and

- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company (within the meaning of Article 172(3)(a)) or any pension fund or employee share scheme of the Company or associated company."

Signed 
Chairman/Director/Company Secretary

